Acknowledgment of Receipt Letter

[OCC LOGO]

Date

Name of Representative Name of Bank Address City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

This acknowledges receipt of your completed application and four copies of the required documents on (date). *[For business reorganizations and qualifying business combinations]* This application is eligible for expedited review. Unless you are informed otherwise, this application will be deemed approved as of (45th day after receipt date).

[For Oakar transactions under 12 USC 1815(d)(3) that do not qualify for expedited reveiw]

The application has been accepted for filing as of (date). The OCC will decide the application on or before (date 59 days after the accepted date). We have not reviewed your application for substantial content and should we require additional information, we will notify you and may extend the time for decision by 30 days to (date 89 days after the accepted date).

[For all business combinations]

As required by 12 USC 1828(c), we will forward a copy of the application to the Department of Justice, the Federal Reserve Bank of (city), and the Federal Deposit Insurance Corporation and request their comments on the competitive effects of the proposed transaction. These agencies will have 30 days for applications processed under standard procedures (10 days for applications processed under emergency procedures) from the date they receive their copy to respond to our request. After the regulatory comment period has ended, and after the close of the public comment period (30 days for applications processed under standard procedures or 10 days for mergers processed under emergency procedures), the OCC can decide your application.

[For combinations involving an interim bank]

We also wish to inform you that effective this date the Comptroller of the Currency granted preliminary approval to organize the following interim national bank:

Title:		
Location:		
Capital Structure		
Aggregate Capital Stock	Shares Authorized	Par Value Per Share
Aggregate Surplus	Shares Issued	Sales Per Share

Total Capitalization \$:

Preliminary approval is granted at this time so that you may proceed with the completion of all applicable steps of the organizational process for an interim national bank.

As soon as possible, you should file Articles of Association and an Organization Certificate for the interim national bank. Upon acceptance of these documents by the OCC, you will have formed a body corporate and may proceed to complete the organization of the interim national bank.

(For all business combination applications)

You should be aware that we have not yet analyzed your application for supervisory and banking factors. You are reminded that if we grant preliminary approval for the proposed (merger, consolidation, purchase and assumption), we will not issue a letter authorizing consummation, until we have received the following (if applicable) and the organization of the interim bank is completed:

- (1) A Secretary's Certificate for each applicant bank, certifying that a majority of the board of directors has agreed to the proposed (merger, consolidation, purchase and assumption).
- (2) An executed (merger, consolidation, purchase and assumption) agreement with Articles of Association attached.
- (3) A Secretary's Certificate for each bank, certifying that the required shareholder approvals have been obtained, if applicable.
- (4) Documentation that all other conditions imposed by the OCC have been met.

[For combinations of nonaffiliated institutions]

Additionally, we will not issue a letter certifying consummation until 15 days after the date of our preliminary approval, a period during which the Department of Justice may file an injunction to stop the transaction.

[If applicable] Also, we will not issue a letter certifying consummation, until the Federal Reserve Board grants final approval of the related holding company application.

If you have questions, contact (name) at (telephone number).

Sincerely,

-Signature-

Name and Title

Enclosure

Advance Notice of Inability to Decide: Oakar Transaction

[OCC LOGO]

Date

Name of Representative Name of Bank Address City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

The statutory time period for decision on your application expires on (date). At this point, the OCC is not prepared to act on the application for the following reason(s) (describe the reason(s)):

You may request an extension of the statutory time period to provide an opportunity for the OCC to address the outstanding issue(s). If you elect not to request an extension, it is likely that the OCC will deny the application without prejudice and require a new filing, if you desire to proceed.

Contact (name) at (telephone number) to discuss this matter.

Sincerely,

-Signature-

Name and Title

Antitrust Information Request

[OCC LOGO]

Date

Name of Representative Name of Bank Address City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

After an initial review of your application to (merge, consolidate, or purchase the assets and assume the liabilities of) (name and address of target institution into/with/by (name and address of acquiring bank), the Comptroller of the Currency has determined that additional antitrust information is needed. This does not necessarily indicate that the merger will violate antitrust laws, but rather that additional information is needed to determine the effect of the proposed merger on competition.

Please provide information that addresses the following:

(List specific areas to be addressed.)

If you have questions, contact (name) at (telephone number).

Sincerely,

-Signature-

Name and Title

Approval/Conditional Approval Letter -- Business Combinations

[OCC LOGO]

Date

Name of Representative Name of Bank Address City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

This is to inform you that on (date) the Office of the Comptroller of the Currency (OCC) (approved/conditionally approved) your proposal to (merge, consolidate or purchase the assets and assume the liabilities of) (name of target institution) into/with/by (name of acquiring bank). [For transactions between unaffiliated operating institutions] A copy of the OCC's decision document is enclosed. [For applications processed under emergency procedures] Processing under emergency procedures was approved on (date).

This approval is granted based on a thorough review of all information available, including commitments and representations made in the application and the merger agreement and those of your representatives.

[Use of Riegle-Neal approvals when no separate decision document is issued and modify to fit transaction] The business combination of (name of bank) and (name of bank) is legally authorized as an interstate merger transaction under the Riegle-Neal Act, 12 USC 215a-1 and 1831u(a), and the resulting bank is authorized to retain and operate offices of both banks under 12 USC 36(d) and 1831u(d)(1). The OCC previously authorized a similar application in which an (name of state involved) bank merged into an (name of state involved) bank. (Refer the applicant to the appropriate OCC's decision).

[If applicable] This approval is subject to the following condition(s)]:

List Conditions: (Conditions are subject to 12 USC 1818 and continue to be in effect after opening)

The condition(s) of this approval (is a condition/are conditions) ≅imposed in writing by the agency in connection with the granting of any application or other request≅ within the meaning of 12 USC 1818. As such, the condition(s) is/are enforceable under 12 USC 1818.

[If applicable, describe any special items that must be completed prior to the business combination.]

[If bank is subject to 12 CFR 11] You are reminded to submit any required preliminary proxy materials or information statement to the OCC's Securities and Corporate Practices Division. [Otherwise] You are reminded to submit definitive copies of the proxy materials or information statement sent to the appropriate district office at the same time they are distributed to the shareholders.

[If applicable] Please refer to the ACorporate Organization≅ booklet for the required steps to organize an interim national bank. The steps to complete the (merger, purchase and assumption, or consolidation) are contained in the ≅Business Combination≅ booklet.

As a reminder, the district office must be advised in writing in advance of the desired effective date for the (merger, consolidation, or purchase and assumption), so that the OCC may issue the necessary certification letter. The effective date must follow the applicable Department of Justice injunction period and any other required regulatory approval.

The OCC will issue a letter certifying consummation of the transaction when we receive:

- 1) A Secretary's Certificate for each institution, certifying that a majority of the board of directors approved.
- 2) An executed (merger, consolidation, or purchase and assumption) agreement with Articles of Association for the resulting bank attached.
- 3) A Secretary's Certificate from each institution, certifying that the shareholder approvals have been obtained, if required.

If the (merger, consolidation, or purchase and assumption) is not consummated within one year from the approval date, the approval shall automatically terminate, unless the OCC grants an extension of the time period.

If you have questions, contact (name) at (telephone number).

Sincerely,

-Signature-

Name and Title

Enclosure

Certification of Combination

[OCC LOGO]

Date

Name of Representative Name of Bank Address City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

This letter is the official certification of the Comptroller of the Currency (OCC) to (merge, consolidate, purchase the assets and assume the liabilities of) (name and full address of target institution) into/with/by (name and full address of acquiring bank) effective as of (date). The resulting bank title is (name), charter number (charter number).

This is also the official authorization given to (name of resulting bank) to operate the branches of the target institution (if applicable) and the main office of the target institution as a branch. A listing of each newly authorized branch and its assigned OCC branch number is attached. Branches of a national bank target are not listed since they are automatically carried over to the resulting bank and retain their current OCC branch numbers.

[If applicable] This is also the official authorization to exercise fiduciary powers.

[If applicable] This letter is also the official OCC certification for (name of resulting bank) to increase its (description of capital) to \$ (amount) as of (date).

[If applicable] This letter also confirms that the bank's capital category for purposes of 12 USC 18310 and 12 CFR 6 changed from (former capital category) to (new capital category) effective (date consummated). The bank should change its legal lending limit calculation as of (date consummated).

[If issued prior to consummation] If the combination does not occur as represented in your letter of (date), this certification must be returned to the OCC.

Sincerely,

-Signature-

Name and Title

Enclosure cc:Official File

-Seal-- (The OCC seal is needed only if the letter certifies a capital change.)

Decision Page

DECISION

Bank Name:			
City, State:			
Application Control Number:			
Application Description			
Based on the analysis of the information in the file, including the Confidential Memorandum and the commitments and representations made by the banks, and for reasons set forth in the decision document, the application is approved. See the decision document signed by me on this date.			
	_		
Signature and Title (Delegated Official Only)*	Date		
This represents my decision on this application based on the statutory and policy factors.			
In the case of approved applications, except for those processed using the Department of Justice Prospective Competitive Factors Report, the date of issuance of the decision document is the official approval date for 12 USC 1828(c).			
*The final decision by the delegated official must include a brief explanation of the reasons for decision.	the		

Decision Document

DECISION OF THE COMPTROLLER OF THE CURRENCY ON THE APPLICATION TO (MERGE, CONSOLIDATE, OR PURCHASE THE ASSETS AND ASSUME THE LIABILITIES OF) (NAME OF TARGET OR SELLING INSTITUTION, CITY, STATE) INTO/WITH/BY (NAME OF ACQUIRING BANK, CITY, STATE, UNDER THE CHARTER OF (NAME OF BANK) AND TITLE OF (NAME OF BANK).

Introduction

On (date), application was made to the Comptroller of the Currency for prior authorization to (merge, consolidate, or purchase the assets and assume the liabilities of) (name, city, state and ZIP Code of target or selling institution) into/with/by (name, city, state and ZIP Code of acquiring national bank) under the charter of (name of bank) and the title of (name of bank). This application was based on an agreement entered into between the proponents on (date).

Participating Financial Institutions

(For merger, consolidation, or whole bank purchase and assumption) As of (date), (name of target institution), a (type of institution), had total deposits of (\$ amount) million and operated (number) offices. (For a purchase and assumption of branches) As of (date), the (number) offices of (name of selling institution) subject to the purchase and assumption agreement had total deposits of (\$ amount) million. (For all combinations) On the same date, (name of acquiring bank) had total deposits of (\$ amount) million and operated (number) offices. (If applicable) (Acquiring bank) is (percent) owned and controlled by (bank holding company name), a (one/multi) bank holding company.

Competitive Analysis

The OCC has reviewed the competitive effects of this proposal by using its standard procedures for determining whether a business combination clearly has minimal or no adverse competitive effects. The OCC finds that the proposal satisfies its criteria for a (merger, consolidation, purchase of assets and assumption of liabilities) that clearly has no or minimal adverse competitive effects.

Banking Factors

The Bank Merger Act requires the OCC to consider *⊆*...the financial and managerial resources and future prospects of the existing and proposed institutions, and the convenience and needs of the community to be served. *⊆* We find that the financial and managerial resources of (name of bank) and (name of bank) do not raise concerns that would cause the application to be disapproved. The future prospects of the proponents, individually and combined, are considered favorable and the resulting bank is expected to meet the convenience and needs of the community to be served (elaborate on the convenience and needs as appropriate for the specific combination, paying particular attention to branch, product, or service disruptions or eliminations).

Community Reinvestment Act

A review of the record of this application and other information available to the OCC as a result of its regulatory responsibilities has revealed no evidence that the applicants= records of helping to meet the credit needs of their communities, including low- and moderate-income neighborhoods, is less than satisfactory.

Conclusion

[For Approval]

We have analyzed this proposal pursuant to the Bank Merger Act (12 USC 1828(c)) and/or 12 CFR 5.33, and find that it will not lessen significantly competition in any relevant market. Other factors considered in evaluating this proposal are satisfactory. Accordingly, the application is approved.

[For Conditional Approval]

We have analyzed this proposal pursuant to the Bank Merger Act (12 USC 1828(c)) and/or 12 CFR 5.33, and find that it will not significantly lessen competition in any relevant market. Other factors considered in evaluating this proposal are satisfactory. Accordingly, the application (application control number) is approved subject to the conditions noted in a separate communication to (name of bank).

Name and	Title	
(delegated	official	only)

Dated:

Decision Document: Emergency Processing

Decision Regarding Request for Emergency Processing of (Merger, Consolidation, Purchase of Assets and Assumption of Liabilities) of		
(List requesting bank, targeted institution, resulting bank, and application control number.)		
Summary of Factors by Decision Making Official*		
Decision:		
Signature and Title Date		
This represents my decision on this application based on the statutory and policy factors.		
*Because of a combination of circumstances involving the target institution that are sufficiently serious to require swift action, I hereby declare an emergency as described in 12 USC 1828(c) and authorize the merger to be processed accordingly.		

Denial without Prejudice Letter

[OCC LOGO]

Date

Name of Representative Name of Bank Address City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

The statutory time period for decision on the your application expired on (date). A significant issue involving (describe issue(s)) remained unresolved. Until this issue is resolved, the OCC cannot reach a conclusion on (identify the specific statutory factor for which we cannot reach a conclusion). For this reason, the OCC cannot approve your application at this time. Accordingly, the application is denied without prejudice.

If you have any questions, contact (name) at (telephone number).

Sincerely,

-Signature-

Name and Title

Disapproval Letter: Emergency Processing

[OCC LOGO]

Date

Name of Representative Name of Bank Address City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

On (date), the OCC received a request for emergency processing of a proposed merger application involving a proposal to (merge, consolidate, or purchase the assets and assume the liabilities of) (name of bank, city, state) with/into/by (name of acquiring bank, city, state). We regret to inform you that your request has been denied.

Denial of your request for emergency processing does not preclude processing of your application under normal guidelines.

(Name and title) will be pleased to discuss with you how we might be of assistance. (He/she) can be reached at (telephone number).

Sincerely,

-Signature-

Name and Title

DOJ Notification of Approval¹

[OCC LOGO]

Date

Attorney General c/o Depository Institutions Merger Review Unit Litigation II Section
Antitrust Division
U. S. Department of Justice
City Center Building, Suite 3000
1401 H. Street, NW
Washington, D.C. 20530

Re: pplication Description, CAIS Control Number

Dear Mr./Ms. Attorney General:

We wish to advise you that the Comptroller of the Currency today approved/conditionally approved the subject application. A copy of our decision is enclosed.

The date of receipt of this letter by your office will be made a part of our records for this transaction. Therefore, it will be appreciated if the enclosed copy of this letter is signed and returned with the date of receipt indicated on it.

Sincerely,

-Signature-

Name and Title

Enclosure: Decision Document

cc: Official File

_

¹This notice is not necessary when the application is subject to the ≅Prospective Competitive effects Report Process.≅

Emergency Processing Approval Letter

[OCC LOGO]

Date

Name of Representative Name of Bank Address City, State, ZIP Code

Re: pplication Description, CAIS Control Number

Dear Mr./Ms. (Name):

On (date), the OCC received your request for emergency processing of a proposed business combination. That proposal involves the (merger, consolidation, or purchase of assets and assumption of the liabilities of) (name of target bank, city, state) with/into/by (name of acquiring bank, city, state). We have decided to grant your request. You should now publish a notice of the merger.

Processing of the business combination application, which was submitted with your request for emergency processing, has commenced.

The Department of Justice, the Federal Reserve Board, and the Federal Deposit Insurance Corporation will have 10 days to review and comment on the competitive effects of your proposed merger. Our decision on the merger application will be made shortly after their comment period expires. If we grant preliminary approval, the Department of Justice will have five days from the decision date to file a complaint blocking the merger on antitrust grounds. Therefore, the transaction cannot be consummated before the fifth day after the decision date.

[If shareholder approval is required for a registered bank]

You are reminded to submit any required preliminary proxy materials or information statements to the OCC's Securities and Corporate Practices Division at your earliest convenience to facilitate expeditious action regarding this transaction. Further, a copy of the final materials must be filed with this Office concurrently with mailing to shareholders.

If you have guestions, contact (name) at (telephone number).

Sincerely,

-Signature-

Name and Title

Emergency Processing Comment Request Pursuant to 12 USC 1828(c)

[OCC LOGO]

Date

Name of Representative Title Agency (DOJ,* FRB, FDIC, and if applicable, OTS) Address City, State, ZIP Code

Re:Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

Enclosed you will find a copy of an application to (merge/consolidate/purchase the assets and assume the liabilities of) (name, city and state of target or selling institution) (into/with/by) (name, city and state of acquiring bank) under the charter of (name of bank) and title of (name of resulting bank). Emergency processing of the merger application was previously approved by the OCC on (date).

The date of receipt of this letter will be made part of our records for this transaction. Please sign and return the enclosed copy of this letter indicating the date of receipt. You will have 10 days from the date of receipt to review this merger application for competitive effects. Following this 10-day period, if we approve the merger, you will have five days after our approval to file a complaint blocking the merger.

If you have questions, contact (name) at (telephone number).

Sincerely,

-Signature-

Name and Title

Enclosure

cc: Official File

*Attorney General
c/o Depository Institutions Merger Review Unit
Litigation II Section
Antitrust Division
U. S. Department of Justice
City Center Building, Suite 3000
1401 H. Street, NW

Washington, D.C. 20530

Extension of Decision Time Period: Oakar Transaction

[OCC LOGO]

Date

Name of Representative Name of Bank Address City, State, ZIP Code

Re:Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

A review of the application indicates that (describe the incomplete or inaccurate information) is (incomplete/inaccurate). Please provide the (describe the required information) by (date). To allow for review of the information, the OCC is extending the period for decision for 30 days. The OCC will decide the application on or before (date 89 days after it was accepted for filing).

If the required information is not submitted by the above date, we may consider the application to be withdrawn.

If you have any questions, contact (name) at (telephone number).

Sincerely,

-Signature-

Name and Title

Examination Notification

[OCC LOGO]

Date

Name of Representative Name of Bank Address City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

This is to advise you that an (examination of your institution or a field investigation of your application) will be conducted by National Bank Examiner (name). The examination is being held because:

(List reasons)

Examiner (name) will contact you to schedule the (examination or field investigation). You will be charged for the cost of the (examination or field investigation) in accordance with the provisions of 12 CFR 8.6.

Sincerely,

-Signature-

Name and Title

Examination Request

[OCC LOGO]

Date

Name Examiner Name of Field Office Address City, State, ZIP Code

Re:Field Investigation
Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

Please conduct an investigation of the enclosed application and submit your report prepared in letter form. The report should be received in this office by (date).

In your report, please evaluate and comment on the following items.

(List specific concerns that should be addressed, such as)

- Economic information.
- Relevant geographic markets.
- CRA/convenience and needs.
- Financial and managerial resources.
- Future prospects of resulting bank.
- Other significant factors, such as the amount of the premium paid, the amount of fees paid to a broker, and the motive for the merger.

Sincerely,

-Signature-

Name and Title

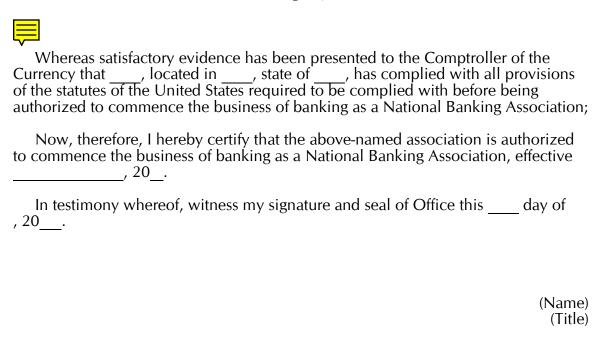
Enclosure: Copy of application and related documents

Interim National Bank Charter Certificate

[OCC LOGO]

Interim National Bank Charter Certificate

Comptroller of the Currency Treasury Department of the United States Washington, D.C.



Charter Number

Prospective Competitive Factor Report Processing

** not necessary for 215a-3's [OCC LOGO]

Date

Attorney General c/o Depository Institutions Merger Review Unit Litigation II Section Antitrust Division U. S. Department of Justice City Center Building, Suite 3000 1401 H. Street, NW Washington, D.C. 20530

Re: Application Description, CAIS Control Number

Dear Mr/Ms. (Name):

Pursuant to the provisions of Section 18(c)(4) of the Federal Deposit Insurance Act (12 USC 1828(c)(4)), we request your review of the enclosed application to (merge, consolidate, or purchase the assets and assume the liabilities of (name, city and state of target or selling institution) into/with/by (name, city and state of acquiring national bank). Additionally, we request your confirmation that the application may be processed under the Department's October 21, 1992, Prospective Competitive Factors Report process.

For the purposes envisioned under Section 18(c)(6) of the Federal Deposit Insurance Act (12 USC 1828(c)(6)), we will grant an interim approval to the application to be effective on your date of receipt. [Use one of the following sentences, as applicable] If this application was filed in conjunction with a bank holding company application to the Federal Reserve, we will not certify consummation of the bank (merger/consolidation/purchase and assumption) until the Federal Reserve has approved the bank holding company application. [or] The Federal Reserve approved the bank holding company application on (date).

Your receipt date plus 31 days will determine the earliest transaction consummation date. Consequently, your confirmation of receipt should clearly indicate your date of receipt and be returned to the OCC office indicated on this letter.

In the event that during the 30 days following your receipt of this letter the Department advises the OCC that the transaction will have a significantly adverse effect on competition, the OCC's approval cited herein will be immediately revoked or suspended. Under such circumstances, you will be promptly notified of any subsequent approval and will have 30 days after that approval date to initiate any action to prevent consummation of the proposed transaction.

Sincerely,

-Signature-

Name and Title

Primary Supervisory Agency Comments: Emergency Processing

[OCC LOGO]

Date

Name Title Agency Address City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr./ Ms. (Name):

The OCC received a request for emergency processing of the subject application. We understand the target institution was last examined by (examining agency) on (date).

To qualify for emergency processing, the target institution should be in distress. Please address the institution=s individual CAMELS components and state how much longer it is expected to be solvent.

We would appreciate receiving your detailed comments about the condition and viability of the target institution by (date).

If you have questions, please contact (name) at (telephone number).

Sincerely,

-Signature-

Name and Title

Request for Comment Pursuant to 12 USC 1828(c)

[OCC LOGO]

Date

Name of Representative Title Agency (DOJ,* FRB, FDIC, and if applicable OTS) Address City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

Enclosed you will find a copy of an application to (merge, consolidate or purchase the assets and assume the liabilities of) (name and address of target institution) into/with/by (name of acquiring bank). We are transmitting it to you for comment as required by 12 USC 1828(c).

The date of receipt of this letter will be made part of our records for this transaction. Please sign and return the enclosed copy of this letter, indicating the date of receipt. You will have 30 days from the date of receipt to submit any comments you may have.

If you have questions, please contact (name) at (telephone number).

Sincerely,

-Signature-

Name and Title

cc: Official File

* [Do not send this form letter to the DOJ for applications eligible for processing under the Prospective Competitive Factors Report.]

The address for the DOJ is:

* Attorney General c/o Depository Institutions Merger Review Unit Litigation II Section Antitrust Division U. S. Department of Justice City Center Building, Suite 3000 1401 H. Street, NW Washington, D.C. 20530

Request for Internal Comments: Emergency Processing

To: OCC Staff (List as appropriate)

From: (Initial Reviewer)

Date:

Subject: Request for Emergency Merger Processing, CAIS Control Number

On (date), the (district) received a request for emergency processing from (name and charter number of acquiring bank) to acquire through (merger, consolidation, or purchase of assets and assumption of liabilities) (name, city, and state of target institution).

Briefly describe the emergency situation (nature and extent of the financial distress, expected affect on other banks, FDIC assistance, time constraints, etc.)

Comments from Target Institution=s Primary Supervisory Agency

(Brief here.)

Your comments on the applicant=s request for emergency processing would be appreciated by (date).